

EXHIBIT C

Prepared by:

McGuireWoods LLP

ASSIGNMENT OF LEASE

THIS ASSIGNMENT is made as of the 22nd day of May, 2002, by **CIRCUIT CITY STORES, INC.**, a Virginia corporation ("Assignor"), to **CARMAX AUTO SUPERSTORES, INC.**, a Virginia corporation ("Assignee").

RECITALS

1. Pursuant to Lease Agreement dated as of January 19, 1996, as evidenced by Memorandum of Lease dated January 19, 1996, and recorded with the Register of Deeds, in Mecklenburg County, North Carolina, in Deed Book 08440, page 0029, between Assignor and CC – Investors 1996-2 ("Landlord") (the "Lease"), Assignor leased certain property located at 7700 Krefeld Drive, Charlotte, North Carolina, as more particularly described in the Lease (the "Property").
2. By North Carolina Special Warranty Deed dated January 14, 1997, recorded in the aforesaid Register's Office in Deed Book 8899, page 557, Landlord conveyed the Property to Voit Partners, Ltd I Trust #5, a Delaware business trust.
3. By Assignment and Assumption of Lease dated January 14, 1997, recorded in the aforesaid Register's Office in Deed Book 8899, page 562, Landlord assigned the Lease to Voit Partners, Ltd I Trust #5, a Delaware business trust.
4. Assignor now desires to assign its interest in the Lease to Assignee.

NOW, THEREFORE, for and in consideration of the sum of One Dollar (\$1.00) and other valuable consideration, receipt of which is hereby acknowledged, Assignor hereby assigns and transfers to Assignee all of Assignor's right, title and interest as tenant in and to the Lease.

Assignee hereby assumes and agrees to be bound by all of the obligations of the tenant under the Lease to be paid or performed during the period beginning on the date hereof.

IN WITNESS WHEREOF, Assignor and Assignee have caused this instrument to be executed by their respective officers, duly authorized.

CIRCUIT CITY STORES, INC., a Virginia corporation

By: P. Dunn
Title: SR VP

CARMAX AUTO SUPERSTORES, INC., a Virginia corporation

By: [Signature]
Title: EVP + CFO